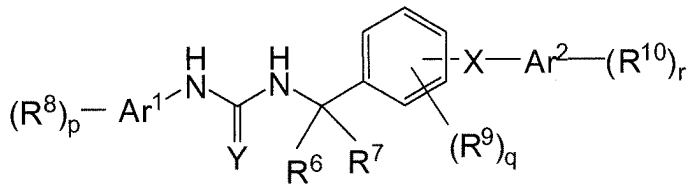
AMENDMENTS

In the Claims:

Claims 1-2. (Canceled).

3. (Currently amended) A compound of formula II,



II

wherein

Ar^1	is selected from the group consisting of phenyl, pyridinyl, quinolinyl, isoquinolinyl, thiophenyl, benzothiadiazolyl, isoxazolyl and oxazolyl,
Ar^2	is pyridinyl,
R^6, R^7	are independently H or A,
R^8, R^9 and R^{10}	are independently selected from the group consisting of H, A, cycloalkyl comprising 3 to 7 carbon atoms, Hal, CH_2Hal, $CH(Hal)_2$, $C(Hal)_3$, NO_2, $(CH_2)_nCN$, $(CH_2)_nNR^{11}R^{12}$, $(CH_2)_nO(CH_2)_kNR^{11}R^{12}$, $(CH_2)_nNR^{11}(CH_2)_kNR^{11}R^{12}$, $(CH_2)_nO(CH_2)_kOR^{11}$, $(CH_2)_nNR^{11}(CH_2)_kOR^{12}$,

$(CH_2)_nCOOR^{13}$, $(CH_2)_nCOR^{13}$, $(CH_2)_nCONR^{11}R^{12}$, $(CH_2)_nNR^{11}COR^{13}$, $(CH_2)_nNR^{11}CONR^{11}R^{12}$, $(CH_2)_nNR^{11}SO_2A$, $(CH_2)_nSO_2NR^{11}R^{12}$, $(CH_2)_nS(O)_uR^{13}$, $(CH_2)_nOC(O)R^{13}$, $(CH_2)_nCOR^{13}$, $(CH_2)_nSR^{11}$, CH=N-OA, CH_2CH=N-OA, $(CH_2)_nNHOA$, $(CH_2)_nCH$=N-R^{11}, $(CH_2)_nOC(O)NR^{11}R^{12}$, $(CH_2)_nNR^{11}COOR^{13}$, $(CH_2)_nN(R^{11})CH_2CH_2OR^{13}$, $(CH_2)_nN(R^{11})CH_2CH_2OCF_3$, $(CH_2)_nN(R^{11})C(R^{13})HCOOR^{12}$, $(CH_2)_nN(R^{11})C(R^{13})HCOR^{11}$, $(CH_2)_nN(R^{11})CH_2CH_2N(R^{12})CH_2COOR^{11}$, $(CH_2)_nN(R^{11})CH_2CH_2NR^{11}R^{12}$, $CH=CHCOOR^{13}$, $CH=CHCH_2NR^{11}R^{12}$, $CH=CHCH_2NR^{11}R^{12}$, $CH=CHCH_2OR^{13}$, $(CH_2)_nN(COOR^{13})COOR^{14}$, $(CH_2)_nN(CONH_2)COOR^{13}$, $(CH_2)_nN(CONH_2)CONH_2$, $(CH_2)_nN(CH_2COOR^{13})COOR^{14}$, $(CH_2)_nN(CH_2CONH_2)COOR^{13}$, $(CH_2)_nN(CH_2CONH_2)CONH_2$, $(CH_2)_nCHR^{13}COR^{14}$, $(CH_2)_nCHR^{13}COOR^{14}$, $(CH_2)_nCHR^{13}CH_2OR^{14}$, $(CH_2)_nOCN$ and $(CH_2)_nNCO$, wherein

R^{11}, R^{12} are independently selected from the group consisting of H, A and (CH_2),

R^{13}, R^{14} are independently selected from the group consisting of H, Hal, A and $(CH_2)_mAr^4$,

A is selected from the group consisting of alkyl, alkenyl, cycloalkyl, alkylenecycloalkyl, alkoxy and alkoxyalkyl,

Ar^3, Ar^4 are independently aromatic hydrocarbon residues comprising 5 to 12 carbon atoms which are optionally substituted by one or more substituents, selected from the group consisting of A, Hal, NO_2, CN, OR^{15}, $NR^{15}R^{16}$, $COOR^{15}$, $CONR^{15}R^{16}$, $NR^{15}COR^{16}$, NR^{15} $CONR^{15}R^{16}$, $NR^{16}SO_2A$, COR^{15}, $SO_2R^{15}R^{16}$, $S(O)_uA$ and $OOCR^{15}$,

R^{15}, R^{16} are independently selected from the group consisting of H, A, and $(CH_2)_mAr^6$, wherein

Ar^6 is a 5- or 6-membered aromatic hydrocarbon which is optionally substituted by one or more substituents selected from the group consisting of methyl, ethyl, propyl, 2-propyl, tert.-butyl, Hal, CN, OH, NH_2 and CF_3,

k, n and m are independently of one another 0, 1, 2, 3, 4, or 5;

X is O or CH_2,

Y is <u>O or S</u> ~~selected from O and S~~,

p, r are independently 0, 1, 2, 3, 4 or 5,

q is 0, 1, 2, 3 or 4,

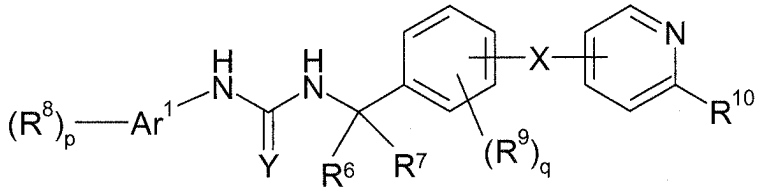
u is 0, 1, 2 or 3,

and

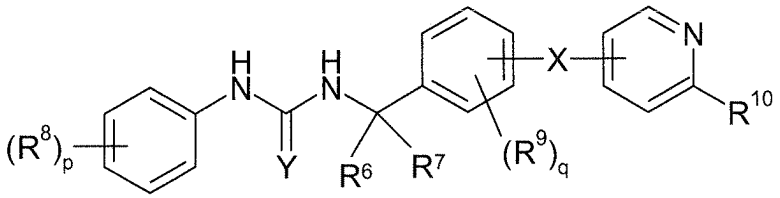
Hal is selected from the group consisting of F, Cl, Br and I;

and a pharmaceutically acceptable salt ~~derivatives, salts and solvates~~ thereof.

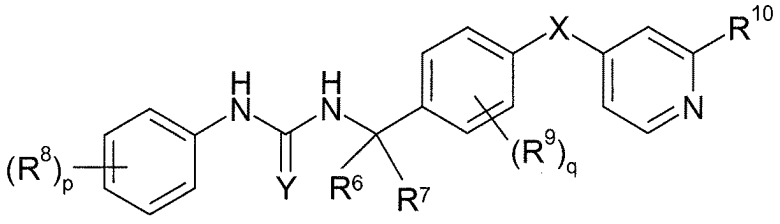
4. (Currently Amended) The compound according to claim 3, selected from the compounds of formula IIc, IIe, IIg, IIh, IIi, IIj, IIk, IIL, IIm, IIn, IIo, IIp, IIq, IIr, IIs, IIt, IIu, IIv, IIw and IIx,



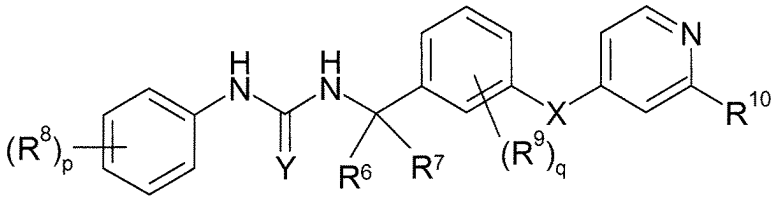
IIc



IIe



IIg



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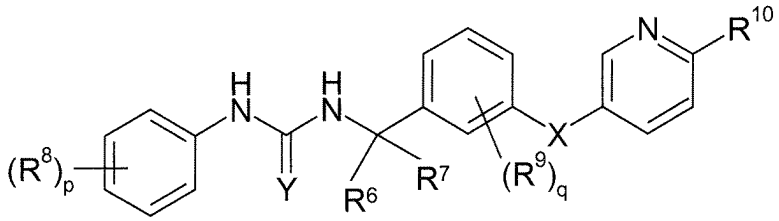
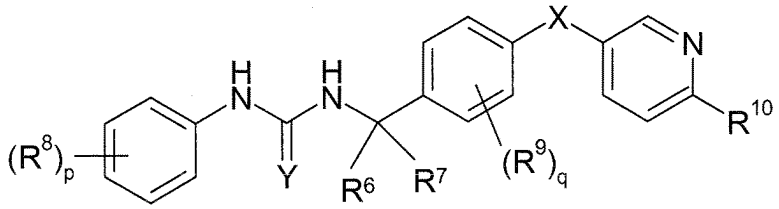
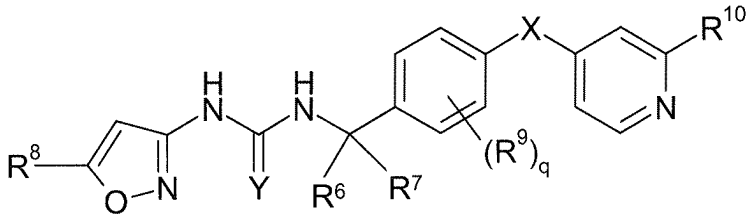


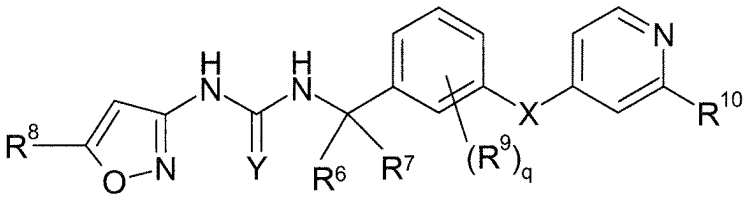
IIi



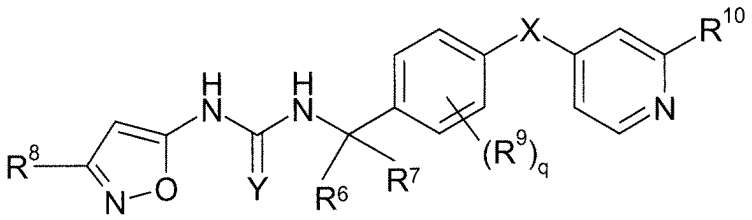
IIj



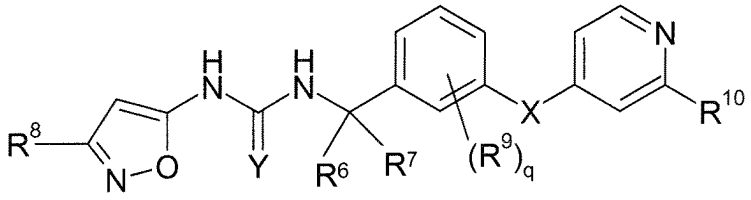
IIk



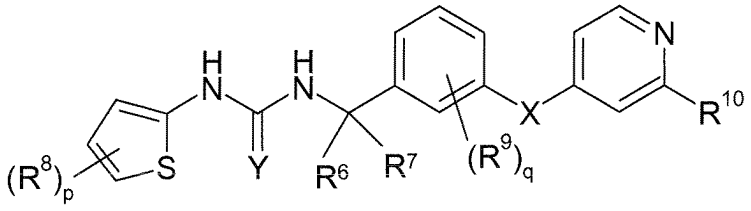
IIL



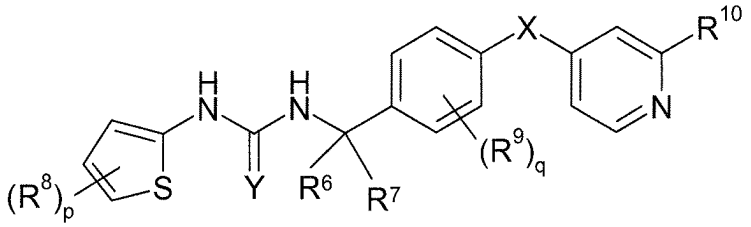
IIm



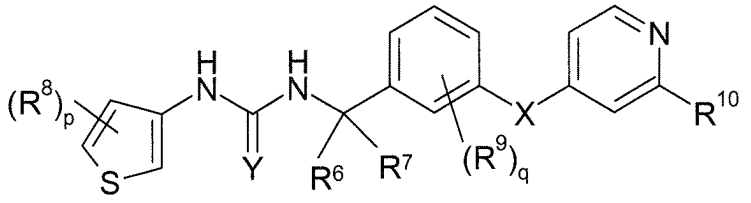
IIn



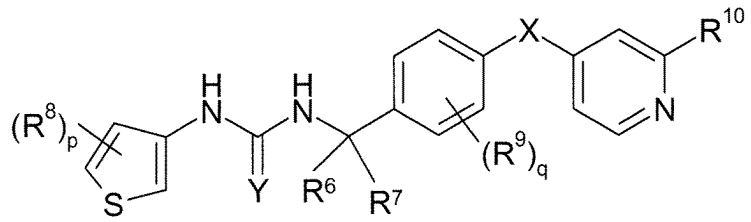
IIo



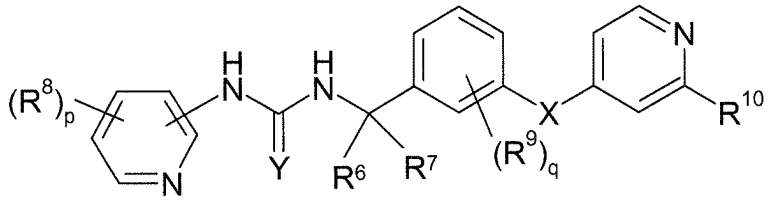
IIp



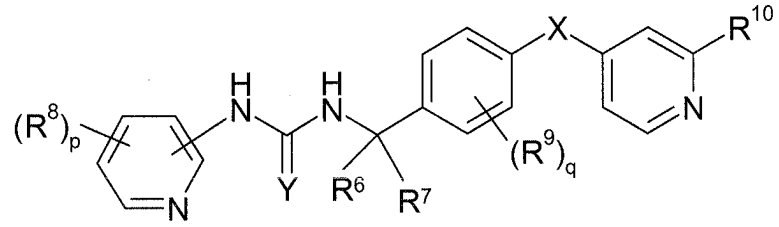
IIq



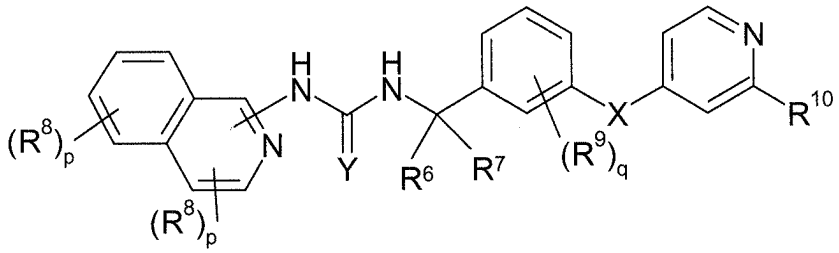
IIr



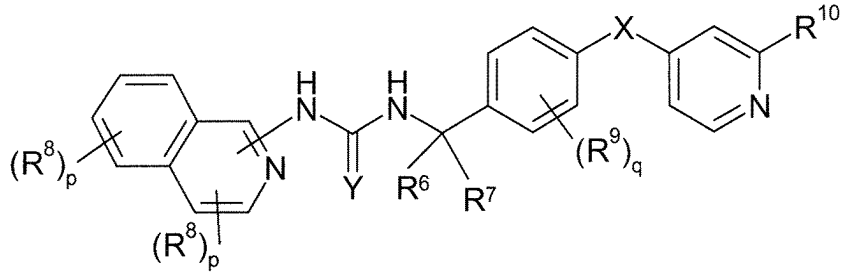
IIs



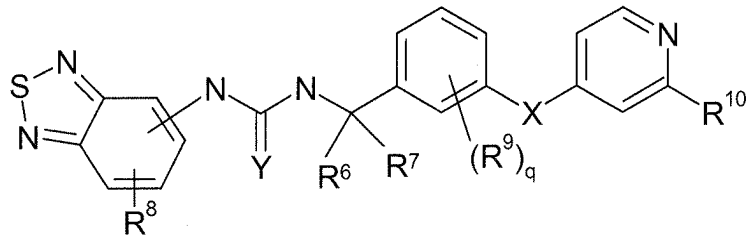
IIt



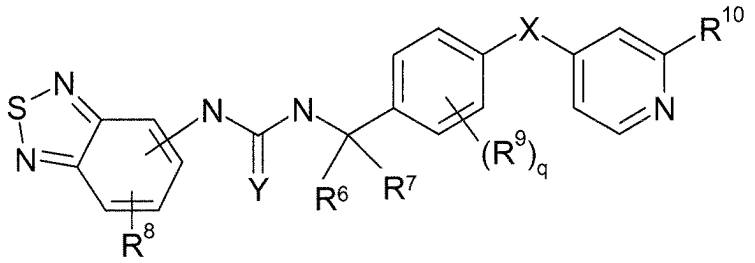
IIu



IIv



IIw



IIx

wherein R^6, R^7, R^8, p, Ar^1, Y, X, R^9, R^{10} and q are as defined in claim 3 and a pharmaceutically acceptable salt thereof ~~pharmaceutically acceptable salts and solvates thereof~~.

5. (Currently amended) The compound according to claim ~~1~~ 3, selected from the compounds (1) to (224) of table 1, the compounds (225) to (449) of table 2 and/or the compounds (450) to (672) of table 3, and a pharmaceutically acceptable salt thereof ~~pharmaceutically acceptable salts and solvates thereof~~.

6. (Withdrawn/Currently amended) The compound according to claim 3, selected from the compounds (673-714), (716)-(731), (733)-(740), (742)-(747), (749), (750), (753), (755), (757) and (758), the compounds (761)-(765), (768), (770)-(773), (778), (779), (782), (783), (785), (787), (788), (791), (792), (796)-(815), (817)-(819), (822-825) and/or the compounds (826)-(856), (859)-(864), (869) and (871), and a pharmaceutically acceptable salt thereof ~~pharmaceutically acceptable salts and solvates thereof~~.

7. (Withdrawn/Previously presented) A medicament comprising the compound according to claim 3.

8. (Withdrawn/Previously presented) The compound according to claim 3 as a kinase inhibitor.

9. (Withdrawn/Previously presented) The compound according to claim 8, wherein the kinases are selected from raf-kinases.

10. (Currently Amended) A pharmaceutical composition, comprising the compound according to claim 3 in a pharmaceutical composition and further comprising an inert carrier.

11. (Withdrawn/Previously presented) The pharmaceutical composition according to claim 10, wherein it contains one or more additional compounds, selected from the group consisting of physiologically acceptable excipients, auxiliaries, adjuvants, carriers and pharmaceutical active ingredients.

12. (Withdrawn/Previously presented) A process for manufacture of a pharmaceutical composition, wherein one or more compounds according to claim 3 and one or more compounds, selected from the group consisting of carriers, excipients, auxiliaries and pharmaceutical active ingredients, are processed by mechanical means into a pharmaceutical composition that is suitable as a dosage form for application and/or administration to a patient.

Claims 13-16. (Canceled).

17. (Withdrawn/Previously presented) The method according to claim 26, wherein the disorders are selected from the group consisting of hyperproliferative and nonhyperproliferative disorders.

18. (Withdrawn/Previously presented) The method according to claim 17, wherein the disorder is cancer.

19. (Withdrawn/Previously presented) The method according to claim 17, wherein the disorder is noncancerous.

20. (Withdrawn/Currently amended) The method according to claim 17, wherein the disorders are selected from the group consisting of psioarsis, arthritis, inflammation, endometriosis, scarring, Helicobacter pylori infection, Influenza A, ~~begnin~~ benign prostatic hyperplasia, immunological diseases, autoimmune diseases and immunodeficiency diseases.

21. (Withdrawn/Currently amended) The method according to claim 17, wherein the disorders are selected from the group consisting of melanoma, brain cancer, lung cancer, squamous cell cancer, bladder cancer, gastric cancer, pancreatic cancer, hepatic cancer, renal cancer, colorectal cancer, breast cancer, head cancer, neck cancer, oesophageal cancer, gynaecological cancer, ovarian cancer ~~cancar~~, ovary cancer, uterine cancer, prostate cancer, thyroid cancer, lymphoma, chronic leukaemia and acute leukaemia.

22. (Withdrawn/Previously presented) The method according to claim 17, wherein the disorders are selected from the group consisting of arthritis, restenosis; fibrotic disorders; mesangial cell proliferative disorders, diabetic nephropathy, malignant nephrosclerosis, thrombotic microangiopathy syndromes, organ transplant rejection, glomerulopathies, metabolic disorders, inflammation, solid tumors, rheumatic arthritis, diabetic retinopathy, and neurodegenerative diseases.

23. (Withdrawn/Previously presented) The method according to claim 17, wherein the disorders are selected from the group consisting of rheumatoid arthritis, inflammation, autoimmune disease, chronic obstructive pulmonary disease,

asthma, inflammatory bowel disease, fibrosis, atherosclerosis, restenosis, vascular disease, cardiovascular disease, inflammation, renal disease and angiogenesis disorders.

24. (Withdrawn/Previously presented) The method according to claim 26, wherein the treatment comprises raf-kinase inhibition.

25. (Withdrawn/Previously presented) The method according to claim 28, wherein the raf-kinase is selected from the group consisting of A-Raf, B-Raf and c-Raf1.

26. (Withdrawn/Previously presented) A method for the treatment and/or prophylaxis of disorders, wherein one or more compounds according to claim 3 is administered to a patient in need of such a treatment.

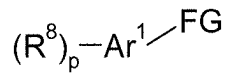
27. (Withdrawn/Previously presented) A method, comprising, administering to a patient in need thereof the pharmaceutical composition according to claim 10.

28. (Withdrawn/Previously presented) A method for the treatment and/or prophylaxis of disorders comprising, administering to a patient in need thereof the pharmaceutical composition according to claim 10, wherein the disorders are caused, mediated and/or propagated by raf-kinases.

29. (Withdrawn/Previously presented) A method according to claim 28, wherein the disorder is cancerous cell growth mediated by raf-kinase.

30. (Withdrawn/Previously presented) A method for producing compounds of formula II, wherein

a) a compound of formula III



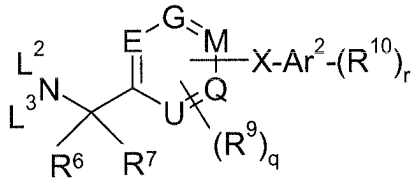
III

wherein

FG is a functional group, selected from
–N=C=Y and –NH-(C=Y)-LG,
wherein Y is as defined as in claim 3 and LG is a leaving group,

is reacted

b) with a compound of IV,



IV

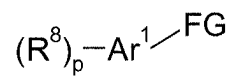
wherein

L^2, L^3 are independently from one another H or a metal ion, and R^6, R^7, E, G, M, Q, U, R^9, q, X, Ar^2, R^{10} and r are as defined in claim 3,

and optionally

c) isolating and/or treating the compound of formula II obtained by said reaction with an acid, to obtain the salt thereof.

31. (Withdrawn/Previously presented) Compound of formula III,

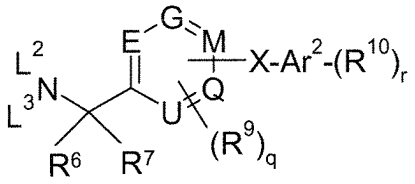


III

wherein

FG is a functional group, selected from
–N=C=Y and –NH-(C=Y)-LG,
wherein Y is as defined as in claim 3 and LG is a leaving group.

32. (Withdrawn/Previously presented) Compound of formula IV,



IV

wherein

L^2, L^3 are independently from one another H or a metal ion, and R^6, R^7, E, G, M, Q, U, R^9, q, X, Ar^2, R^{10} and r are as defined in claim 3.